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FORM D OMB APPROVAL OMB NUMBER: 3235-0076 **UNITED STATES** Expires: April 30, 2008 SECURITIES AND EXCHANGE COMMISSION Estimated average burden **RECEIVED** Washington, D.C. 20549 hours per response16.00 FORM D ALE OF SECURITIES PURSUANT TO REGULATION D, Prefix SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (C) check if this is an amendment and name has changed, and indicate change.) Series A Preferred Stock Filing Under (Check box(es) that apply): ■ Rule 506 □ Section 4(6) □ ULOE □ Rule 504 ☐ Rule 505 Type of Filing: ■ New Filing □ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Gigle Semiconductor Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) c/o WilmerHale Venture Group, 1100 Winter Street, Suite 4650, Waltham, MA 02451 781-966-2000 Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) different from Executive Offices) Brief Description of Business: fabless semiconductor company creating high performance system-on-chip integrated circuits for home networking applications. Type of Business Organization corporation ☐ limited partnership, already formed □ other (please specify): ☐ limited partnership, to be formed business trust Month Year

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

Actual

□ Estimated

DE

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

01

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

1		A. BASIC IDENT	IFICATION DATA		
Enter the information requested for t Each promoter of the issuer, if Each beneficial owner having t Each executive officer and dire Each general and managing par	the issuer has be he power to vote ctor of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		lass of equity securities of the issuer; thip issuers; and
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Distance Langue Coulles					
Riviero, Juan Carlos Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
business of Residence Address	(Trumber and E	oneci, eny, biate, zap ee	(dc)		
c/o Gigle Semiconductor Inc., WilmerH	ale Venture Gr	oup, 1100 Winter Stree	t, Suite 4650, Waltham,	MA 02451	
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Fouren, Hakan					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
			•		
c/o Gigle Semiconductor Inc., WilmerH					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					1
Hurwitz, Jed					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
of Cials Comissed dust on Yes Wilmon II	ala Vantura Cu	1100 Winter Street	+ Cuita 4650 Walsham	NA 02451	
c/o Gigle Semiconductor Inc., WilmerH Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Floillotei	Beneficial Owner	Executive Officer	Director	General and of Managing Fatther
Turi varie (Estat harro 1750, 18 maryladar)					
Wilson, Michael					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Gigle Semiconductor Inc., WilmerH	ale Venture Gr	oup, 1100 Winter Stree	t. Suite 4650, Waltham.	MA 02451	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Golden, Joseph Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Dusiness of Residence Address	(14dinoci and i	officer, City, State, Zip Cc	dc)		
c/o Gigle Semiconductor Inc., WilmerH	ale Venture Gr	oup, 1100 Winter Stree	t, Suite 4650, Waltham,	MA 02451	
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				•	
Godfrey, Kent					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Gigle Semiconductor Inc., WilmerH					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Accel Europe L.P.					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
ala Acaal Dantnone 16 St. Yamaa Stanat	I andar CW/1 A	1FD United Visualism			
c/o Accel Partners, 16 St. James Street, Check Box(es) that Apply:			D Evenution Office	Director	General and/or Managing Darres
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
i dii i ame (Last name tiist, ii muividuai)					
Pond Venture Nominees III Limited					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
Bridge House, Heron Square, Richmon	d Surrey TW9	1FN United Kingdom			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	G	
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u>	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?		0
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information		
	for that broker or dealer only.		
Full Non	Name (Last name first, if individual) ne.		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
	·		(175)
_ [_ [[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MI] [MI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
_	name (Last name first, if individual)		
Busi	siness or Residence Address (Number and Street, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ [[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	l Name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	me of Associated Broker or Dealer		
7 (4)	in of Associated Stokes of Search		
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ _ ([AL] _ [AK] _ [AZ] _ [AR] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] _ [MN] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
Type of Security		
Debt	\$	\$
Equity	\$ <u>11,000,000</u>	\$ <u>11,000,000</u>
□ Common ■ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ <u>11,000,000</u>	\$ 11,000,000
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	3	\$ <u>11,000,000</u>
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	***************************************	\$
Answer also in Appendix, Column 4, if filing under ULOE		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) month prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	S Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504	<u> </u>	\$
Total		<u> </u>
10(a)	<u></u>	\$
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issue. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	=	\$100,000
Accounting Fees	_ 	\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (identify)	_	\$
		ψ
Total		\$ <u>100,000</u>

	C. OFFERING PE	UCE, NUMBER OF INVESTORS, EXPE	inses ai	ND USE OF PROCEEDS			
	b. Enter the difference between the aggregate of I and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is the			s	10,900,000	
5 .	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount is and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an estim e total of the payments listed must equal the					
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salacies and fees	a milar y x Cal Calleding galgogical to 2 John S mil and gap also 24 and 24 and 24 gap of 2 7 and 2 mil days		\$	0	S	
	Purchase of real estate	\$}==100 (ad 10°++() 1 1 1 100 (ad 100	o	\$	٥	S	
	Purchase, rental or leasing and installation of me	chinery and equipment	п	S	0	\$	
	Construction or leasing of plant buildings and fa	cilities	O	S		S	
	Acquisition of other business (including the value that may be used in exchange for the assets or so						
	merge;)			\$	•	\$	
	Repayment of indebtedness	Marray (1971) 110 Marray (1971	0	\$	D	S	
	Working capital	M M 177277777777777777777777777777777777		S		\$ 10,900,000	
	Other (specify):		0	s	۵	\$	
			۵	\$	o	\$	
	Column Totals	ry i mandem anno ge de assable Phasses stra 200 snog spansant i ne so	-	\$0	-	\$10,980,000	
	Total Payments Listed (column totals added)	ord today to an in the day pool of the population and the population of the company of the compa		= S16	■ 5 <u>10.900,000</u>		
_		D. FEDERAL SIGNATUR	E				
n	to issuer has duly caused this notice to be signed by undertaking by the issuer to furnish to the U.S. Sectioned itself investor pursuant to paragraph (b)(2) or	urities and Exchange Commission, upon wri	this notice	is filed under Rule 505, the isst of its staff, the information	following turnisho	signature constituted	
	ист (Print or Type) gle Semiconductor Loc.	Signature MA W/S		Date February 17, 2006			
_	nie of Signer (Print or Type)	Title of Signer (Print or Type)					
Na							

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)